

Chandler Elizabeth B
Form 4
March 17, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chandler Elizabeth B

2. Issuer Name **and** Ticker or Trading
Symbol

ASBURY AUTOMOTIVE GROUP
INC [ABG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ASBURY AUTOMOTIVE
GROUP, INC., 2905 PREMIERE
PKWY NW, SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP & General Counsel

(Street)

DULUTH, GA 30097

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$.01 per share	03/15/2011		A	10,050 (1)	A \$ 0 53,255	D	
Common stock, par value \$.01 per share	03/15/2011		F	3,262	D \$ 0 49,993	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance share (right to receive)	(2)	03/15/2011		A		20,100		(2)	(2)	Common stock, par value \$.01 per share	20,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chandler Elizabeth B
C/O ASBURY AUTOMOTIVE GROUP, INC.
2905 PREMIERE PKWY NW, SUITE 300
DULUTH, GA 30097

VP & General Counsel

Signatures

Darlene Quashie,
Attorney-in-Fact 03/17/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) These shares of the Issuer's common stock were awarded by the Issuer to the Reporting Person as settlement of certain non-derivative performance shares that were granted for the performance period of fiscal year 2010 (the "2010 Period"). Each performance share converts into one share of the Issuer's common stock and the vesting of such performance shares are contingent upon the Issuer meeting certain performance objectives over the 2010 Period. Had the Issuer's achieved 100% of its performance goals for the 2010 Period, the Reporting Person would have received 22,500 shares. The Issuer achieved 134% of its targeted performance goals for the 2010 Period and thus awarded the Reported Person 30,150 shares of its common stock, representing 134% of the targeted amount. One-third of the performance shares under this performance share award vested as of the grant date, with the remaining two-thirds of the shares vesting on

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the second and third anniversaries of the grant date.

- (2) Each performance share represents a contingent right to receive a share of the Issuer's common stock based on the Issuer's performance during the 2010 Period and the award granted to the Reporting Person as a result of such performance. In order for the Reporting Person to receive these performance shares on the second and third anniversaries of the grant date, the Reporting Person must be an employee of the Issuer on such dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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